

RECORDATION NO. 14823-M FILED

NOV 30 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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**ELIAS C. ALVORD (1942)
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November 30, 2010

**Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423**

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale Partial Lease Termination, dated as of November 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (GATC Trust 85-2) and related documents previously filed with the Commission under Recordation Number 14823.

The names and addresses of the parties to the enclosed document are:

**Lessor/Seller: ATEL Capital Equipment Fund VII, L.P.
 c/o ATEL Leasing Corporation
 235 Pine Street
 San Francisco, CA 94104**

**[Buyer: GATX Corporation
 222 West Adams Street
 Chicago, IL 60661]**

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Section of Administration
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A description of the railroad equipment covered by the enclosed document is:

13 slurry cars within the series GATX 21863 - GATX 21894; and 35 airslide cars within the series GACX 56351 - GACX 56402 as more particularly set forth in the attachment to the document.

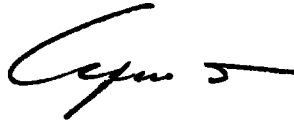
A short summary of the document to appear in the index is:

Bill of Sale Partial Lease Termination.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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EXHIBIT I
BILL OF SALE PARTIAL LEASE TERMINATION **SURFACE TRANSPORTATION BOARD**

ATEL Capital Equipment Fund VII, L.P. ("ATEL"), successor to The Bank of New York, Lessor under that certain Equipment Lease dated as of October 25, 1985 (ICC Recordation No. 14823) as amended and supplemented by Lease Supplement No. 1 dated as of December 19, 1985 (ICC Recordation No. 14823-A), Lease Supplement No. 2 dated as of June 15, 1986 (ICC Recordation No. 14823-B), and by Lease Supplement No. 3 dated as of June 15, 1987 (ICC Recordation No. 14823-C) and by Amendment No. 1 to Equipment Lease and First Lease Renewal dated November 9, 2005 and Amendment No. 2 to Equipment Lease and Second Lease Renewal dated October 21, 2010, (the Equipment Lease, Lease Supplements Nos. 1, 2 and 3 and Amendments No. 1 and 2 are together, the "Lease"), does hereby grant, bargain, sell, transfer, convey, assign and release to GATX Corporation ("GATX") and its successors and assigns all right, title and interest of ATEL, in and to the railcars listed on the attached Schedule I (the "Sold Equipment") "as is", "where is", without recourse or warranty other than a warranty against any liens or encumbrances on the Sold Equipment arising by, through or under ATEL as a result of any act of or claim against ATEL not related to or connected with the ownership, leasing, use or operation of the Sold Equipment or any transaction contemplated by the Operative Agreements (as defined in the Lease).

ATEL hereby acknowledges that the lease term under the Lease with respect to the Equipment and the obligation of the Lessee to pay Fixed Rental as defined in the Lease for such Equipment under the Lease has terminated.

Dated: 11/15/2010

ATEL Capital Equipment Fund VII, L.P.

By: ATEL Financial Services, LLC, its Manager

By: ATEL Leasing Corporation, its Manager

By: [Signature]

Name: Vasco H. Morais

Title: Executive Vice President

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM
BY: [Signature]

State of California)
) SS

County of San Francisco)

On this 15th day of November, 2010, before me personally appeared Vasco H. Morales, to me personally known, who being by me duly sworn, say that he is an Executive VP of ATEL Capital Equipment Fund VII, L.P., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Vicki Kiele

[Notarial Seal]

My commission expires: Aug 30, 2012



SCHEDULE I
SOLD EQUIPMENT CARS

***Identifying Marks
and Numbers***

Product Description

GATX021863	14,000 NC/INS Clay Slurry-263K
GATX021864	14,000 NC/INS Clay Slurry-263K
GATX021865	14,000 NC/INS Clay Slurry-263K
GATX021870	14,000 NC/INS Clay Slurry-263K
GATX021871	14,000 NC/INS Clay Slurry-263K
GATX021874	14,000 NC/INS Clay Slurry-263K
GATX021887	14,000 NC/INS Clay Slurry-263K
GATX021888	14,000 NC/INS Clay Slurry-263K
GATX021889	14,000 NC/INS Clay Slurry-263K
GATX021890	14,000 NC/INS Clay Slurry-263K
GATX021891	14,000 NC/INS Clay Slurry-263K
GATX021892	14,000 NC/INS Clay Slurry-263K
GATX021894	14,000 NC/INS Clay Slurry-263K

AIRSLIDE CARS

***Identifying Marks
and Numbers***

Product Description

GACX056386	4900 Airslide
GACX056388	4900 Airslide
GACX056390	4900 Airslide
GACX056391	4900 Airslide
GACX056393	4900 Airslide
GACX056394	4900 Airslide
GACX056396	4900 Airslide
GACX056397	4900 Airslide
GACX056398	4900 Airslide
GACX056400	4900 Airslide
GACX056402	4900 Airslide
GACX056352	4566 Airslide
GACX056360	4566 Airslide
GACX056362	4566 Airslide
GACX056363	4566 Airslide
GACX056364	4566 Airslide
GACX056365	4566 Airslide
GACX056366	4566 Airslide

SCHEDULE I
SOLD EQUIPMENT CARS

<i>Identifying Marks and Numbers</i>	<i>Product Description</i>
GACX056367	4566 Airslide
GACX056368	4566 Airslide
GACX056369	4566 Airslide
GACX056370	4566 Airslide
GACX056372	4566 Airslide
GACX056373	4566 Airslide
GACX056375	4566 Airslide
GACX056376	4566 Airslide
GACX056378	4566 Airslide
GACX056380	4566 Airslide
GACX056351	4566 Airslide
GACX056355	4566 Airslide
GACX056357	4566 Airslide
GACX056379	4566 Airslide
GACX056361	4566 Airslide
GACX056374	4566 Airslide
GACX056377	4566 Airslide

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/30/12



Robert W. Alvord